

EXHIBIT B

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:)	Chapter 11
)	
W.R. GRACE & CO., <i>et al.</i> , ¹)	Case No. 01-01139 (JKF)
)	(Jointly Administered)
)	
Debtors)	Objection Deadline: May 29, 2003 at 4:00 p.m.
		Hearing Date: TBD only if necessary

**SUMMARY APPLICATION OF WOODCOCK WASHBURNS FOR COMPENSATION
FOR SERVICES AND REIMBURSEMENT OF EXPENSES AS BANKRUPTCY
COUNSEL TO W.R. GRACE & CO., ET AL., FOR THE SECOND MONTHLY
INTERIM PERIOD, FROM FEBRUARY 1, 2003, THROUGH FEBRUARY 28, 2003,
FOR THE FIRST QUARTER OF JANUARY - MARCH, 2003**

Name of Applicant:	<u>Woodcock Washburn LLP</u>
Authorized to Provide Professional Services to:	<u>W. R. Grace & Co., et al., Debtors and Debtors-in-Possession</u>
Date of Retention:	<u>Retention Order entered January 27, 2003</u>
Period for which compensation and reimbursement is sought	<u>February 1, 2003, through February 28, 2003</u>
Amount of Compensation sought as actual, reasonable and necessary:	<u>\$ 29,216.00</u>
Amount of Expense Reimbursement sought as actual, reasonable and necessary:	<u>\$ 684.22</u>

¹ The Debtors consist of the following 62 entities: W.R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W.R. Grace & Co.-Conn., A-I Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-g II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W.R. Grace Capital Corporation, W.R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc.), Grace JVH, Inc., Asbestos Management, Inc., Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing System, Inc. (f/k/a Environmental Liability Management, Inc.), E&C Liquidating Corp., Emerson & Cuming, Inc., Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

Applicant Woodcock Washburn LLP submits this application for fees and expenses for the month of February 2003. This is the second application for interim compensation of services for the January – March 2003 quarter that has been filed with the Bankruptcy Court. The only earlier application for interim compensation for services filed by Applicant was submitted March 10, 2003, for fees of \$11,423.25 and disbursements of \$184.10 for the monthly period January 2003. No objection has been filed within the objection period against that application.

All fees and expenses for which compensation is sought in the current application were rendered by Applicant in connection with the specific matter for which it was retained as special litigation counsel: representation of Debtor to intervene as a defendant in *David B. Bartholic and InterCat, Inc. v. Nol-Tec Systems, Inc.*, civil action 2:02CV408JM, pending in the United States District Court for the Northern District of Indiana. Except for the fees specifically identified as "Travel time," billed at half time totaling \$217.50, all fees and expenses for which reimbursement is sought were in the category "Litigation and Litigation Consulting" in the InterCat case.

The attorneys of Applicant who rendered professional services in this case during the Fee Period are:


Name of Professional Person	Position with the Applicant	Year Admitted to Bar	Department	Hourly Billing Rate	Total Billed Hours	Total Fees Generated
Gary H. Levin	Partner	1976	IP Litigation	\$435.00	13.70	\$5,959.50
David R. Bailey	Partner	1990	IP Litigation	\$360.00	27.50	\$9,900.00
Chad E. Ziegler	Associate	1998	IP Litigation	\$265.00	31.90	\$8,453.50
Frank T. Carroll	Associate	1998	IP Litigation	\$250.00	5.40	\$1,350.00
Karen M. Whitney	Associate	2001	IP Litigation	\$190.00	18.70	\$3,553.00

Total Fees: \$ 29,216.00

Blended Rate: \$ 300.58

WHEREFORE, Applicant respectfully requests (a) that an allowance be made to it, as fully described above for (i) 80% of the amount of \$ 29,216.00 for reasonable and necessary professional services Applicant has rendered to the Debtors during the Fee Period (\$ 23,372.00) and (ii) 100% of the reimbursement of actual and necessary costs and expenses incurred by applicant during the Fee Period (\$684.22); and (b) that both fees and expenses are payable as administrative expenses of the Debtors' estates.

Respectfully submitted



Dated: April 4, 2003

Gary H. Levin
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IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:) Chapter 11
W.R. GRACE & CO., *et al.*,²)
) Case No. 01-01139 (JKF)
) (Jointly Administered)
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Debtors)
Objection Deadline: May 29, 2003 at 4:00 p.m.
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**FEE DETAIL FOR WOODCOCK WASHBURN'S MONTHLY FEE APPLICATION
FOR THE PERIOD FROM FEBRUARY 1, 2003 THROUGH FEBRUARY 28, 2003**

² The Debtors consist of the following 62 entities: W.R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W.R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-g II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a/ Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W.R. Grace Capital Corporation, W.R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc.), Grace JVH, Inc., Asbestos Management, Inc., Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing System, Inc. (f/k/a Environmental Liability Management, Inc.), E&C Liquidating Corp., Emerson & Cuming, Inc., Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

Intercat v. Nol-Tec
Civil Action No.: 2:02CV408JM
United States District Court
Northern District of Indiana

<u>Date</u>	<u>Name</u>	<u>Description</u>
02/01/03	GHL	Preparing written response to subpoena, including supply of information agreed to be accepted in lieu of document production and deposition;
02/03/03	FTC	Reviewed all materials received to date from the client relating to the Noltec blue and white loaders; assembled materials relating to the operation of the blue and white loaders for forwarding to opinion counsel.
02/03/03	DRB	Preparation of materials to provide to outside counsel for independent opinion of counsel for freedom to operate
02/04/03	DRB	Preparation and meeting with outside counsel to provide counsel with facts of NolTec loaders for advice of counsel
02/05/03	DRB	Preparation of non-infringement fact analysis on operation of NolTec loaders, how Grace estimates additive usage, and what Grace advises FCC refineries regarding additive usage
02/05/03	KMW	Analysis of loader documents.
02/06/03	DRB	Preparation of factual statement as to Nol Tec loaders
02/06/03	KMW	Continued fact gathering of Graces technical services; telephonic conference w/John Sorial; telephonic conference w/Nol Tec representatives and DRB; continued analysis of operating manuals.
02/07/03	KMW	Continued fact gathering and analysis.
02/10/03	CEZ	Legal research regarding requirements of intervention and joinder.
02/10/03	DRB	Analysis of pleadings required for filing motion to intervene
02/11/03	GHL	Review files in preparation for scheduled meeting with Intercat counsel and representatives
02/11/03	DRB	Preparation of factual description for how Nol Tec loaders operate
02/11/03	KMW	Telephonic conference w/WRG representative; further analysis of facts gathered.
02/12/03	GHL	Review of issues relating to loader placement and review of Intercat patent and non-infringement position in preparation for scheduled meeting with representatives.
02/12/03	DRB	Analysis of list of loaders sold that were not shot pot loaders; preparation of factual description of loaders' operation and usage
02/13/03	GHL	Continued preparation for meeting with Intercat representatives;

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02/13/03	GHL	Meeting with Mr. Maggio and Nol-Tec counsel regarding case strategy and strategy for meeting with Intercat
02/13/03	DRB	Review and revision of factual description of loader operation; analysis of loader operation to claim scope to confirm various noninfringement positions with patent file wrapper
02/13/03	GHL	Meeting with Mr. Rightmyer to advise on case status and prepare for meetign with Intercat representatives
02/13/03	GHL	Further meeting with Mr. Rightmyer regarding case strategy in view of positions expressed by Intercat
02/13/03	CEZ	Drafted portions of introduction and background to motion to intervene.
02/13/03	GHL	Meeting with Intercat representatives and counsel at Grace's offices in Columbia
02/13/03	GHL	Travel time - one hour, at half time
02/17/03	CEZ	Drafted portions of Proposed Answer of Grace; drafted portions of motion to intervene; reviewed legal research regarding intervention
02/18/03	CEZ	Drafted portions of Proposed Answer of Grace; drafted portions of motion to intervene.
02/19/03	DRB	Analysis/revisions to draft letter to refineries regarding Intercat's unfounded charges of potential infringement based on used of Nol Tec loaders
02/20/03	CEZ	Drafted portions of Proposed Answer of Grace; drafted portions of motion to intervene.
02/20/03	DRB	Analysis of Intercat's claim charts reflecting Intercat's flawed position
02/20/03	DRB	Analysis of Intercat patent specification and drawings and prosecution file history before USPTO to verify scope of patent claims and invalidity of claims
02/20/03	GHL	Review and revision of Mr. Maggio's proposed letter to refineries regarding pendency of Intercat suit and contacts by Intercat with refineries;
02/20/03	DRB	Revisions to draft letter by Robert Maggio, Esq. to advise refineries of Intercat's baseless patent assertion and communications with Mr. Maggio regarding same
02/21/03	DRB	Preparation for and team meeting regarding motion to intervene, draft answers, and Intercat's claim charts

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02/21/03	GHL	Review of infringement claim chart previously provided by Intercat and consideration of rebuttal to points raised in same;
02/21/03	DRB	Telephone conference with Grace personnel concerning operation of Nol Tec loaders and Grace's activities regarding advising refineries on use of FCC additives
02/21/03	KMW	Telephonic conference w/WRGrace representatives related to fact gathering; summary of facts.
02/21/03	KMW	Legal research and analysis of intervention; conference w/CZ regarding the same.
02/21/03	GHL	Meeting regarding motion to intervene and proposed answer to complaint to accompany same
02/24/03	GHL	Review of discovery letter and attachments from Intercat counsel, and telephone conference with Nol-Tec counsel regarding status of discovery in action;
02/24/03	CEZ	Review of results of prior art search
02/24/03	DRB	Revisions to draft motion to intervene and supporting proposed Answer
02/24/03	KMW	Analysis of prosecution history of '236 patent.
02/24/03	GHL	Review and revision of draft motion to intervene;
02/25/03	CEZ	Review EPO application as prior art; evaluated 236 patent claims and disclosure and EPO application; reviewed prior art, evaluated obviousness position.
02/25/03	KMW	Analysis of prior art in light of prosecution history of 236 patent; conference w/CZ regarding the same.
02/25/03	GHL	Telephone conference with Mr. Maggio regarding Intercat's request for further follow-up discovery under its subpoena, and correspondence to Intercat counsel regarding same and regarding Grace's proposed intervention;
02/25/03	GHL	Preparation of proposed Answer for submission with intervention motion
02/26/03	DRB	Revisions to draft Answer and Motion to Intervene
02/26/03	DRB	Analysis of invalidity of Intercat patent claims
02/26/03	KMW	Review of references cited by 236 patent; search for other prior art.
02/26/03	CEZ	Met with K. Whitney and D. Bailey to discuss 236 patent, technology, and related EPO application; evaluated 236 patent claims and disclosure and EPO application; reviewed art gathered by DeLaurentis; evaluated obviousness position.

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02/26/03	GHL	Review/revision of draft Answer to complaint;
02/27/03	FTC	Reviewed approximately 15 prior-art references (U.S., European, and Japanese patents) directed to weighing methods and apparatus; considered validity of U.S. patent 5,389,236 in view of save.
02/28/03	DRB	Analysis of Intercat patent and claims regarding claim indefiniteness and non-infringement

SERVICES	\$	29,216.00
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GHL	GARY H. LEVIN	13.70	hours at \$	435.00
DRB	DAVID R. BAILEY	27.50	hours at \$	360.00
CEZ	CHAD E. ZIEGLER	31.90	hours at \$	265.00
FTC	FRANK T. CARROLL	5.40	hours at \$	250.00
KMW	KAREN MILLANE WHITNEY	18.70	hours at \$	190.00

DISBURSEMENTS:

POSTAGE & DELIVERY	19.56
TELEFAX, TELEPHONE	205.61
PHOTOCOPYING	147.10
COMPUTER SEARCH	291.95
TRAVEL & EXPENSES	20.00

DISBURSEMENT TOTAL	\$	684.22
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SERVICE TOTAL	\$	29,216.00
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INVOICE TOTAL	\$	29,900.22
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